

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

TROIKA MEDIA GROUP, INC., TROIKA
MISSION HOLDINGS, INC.,
MISSIONCULTURE LLC, MISSION-MEDIA
HOLDINGS LIMITED, MISSION-MEDIA
LTD., and MISSION MEDIA USA, INC.,

Plaintiffs,

-against-

NICOLA STEPHENSON, JAMES
STEPHENSON, and ALLMAC LLC,

Defendants.

Index No. 19-cv-00145 (ER)

**DECLARATION OF NICOLA STEPHENSON
IN SUPPORT OF DEFENDANTS NICOLA AND JAMES STEPHENSON'S
OPPOSITION TO PLAINTIFFS' MOTION FOR ATTACHMENT**

Pursuant to 28 U.S.C. § 1746, Nicola Stephenson hereby declares as follows:

1. I am a Defendant in this action and I submit this Declaration in Support of Defendants Nicola and James Stephenson's Opposition to Plaintiffs' Motion to Disqualify Counsel (ECF No. 63, the "Disqualification Motion").
2. I am a former employee of Mission Media USA, Inc. and Mission Culture LLC and a Defendant in this action. I submit this Declaration in Support of Defendants Nicola and James Stephenson's Opposition to the Second Motion for Contempt (the "Second Contempt Motion") by Plaintiffs Troika Media Group, Inc. ("Troika" or "TMG"), Troika Mission Holdings, Inc. ("Troika Holdings"), MissionCulture LLC ("Mission Culture") and Mission Media USA, Inc. ("Mission USA", together with Mission Culture and non-party Mission Media Ltd., the "Mission Companies" and, together with Troika, Troika Holdings and Mission Culture, the "Plaintiffs").

3. I founded the Mission Companies with my husband James Stephenson in 2003.

4. Prior to June 29, 2018, James and I were the sole owners, shareholders and directors of the Mission Companies.

5. Prior to June 29, 2018, James and I owned 100 percent of the equity in all Mission-related entities, including Mission USA and Mission Limited.

6. Prior to June 29, 2018, the Mission Companies had no other directors apart from James and myself.

7. On May 21, 2018, James and I retained the law firm of Tannenbaum Ielpert Syracuse & Hirschtritt LLP ("THSH") to represent us in connection with the sale of James and my shares in the Mission Companies to Troika.

8. James and I were referred to THSH by Withers Bergman LLP ("Withers"), which was then counsel for Troika.

9. As the 100 percent owners of the Mission Companies, THSH took all of its instructions with respect to the sale of our shares to Troika from James and myself.

10. All of the advice that THSH rendered in connection with the sale of our shares in the Mission Companies to Troika was provided at the request of either James or myself.

11. Because the Mission Companies had no other shareholders or directors, no one other than James and I was authorized to make any decisions with respect to the sale of our shares in the Mission Companies.

12. On June 29, 2018, James and I agreed to sell the Mission Companies to Plaintiffs pursuant to two sales agreements.

13. THSH represented James and I throughout the sale process, negotiated the sale agreements on our behalf, and also negotiated James and my own executive employment

agreements with TMG and Mission USA – which were executed on the same day as the sales agreements.

14. To the best of my knowledge, no one involved in the transaction – including Plaintiffs and Withers – ever suggested that any of the Mission Companies should retain independent legal counsel.

15. As a result, Withers represented Troika and its affiliates (who were the buyers), and

THSH represented James and me in our capacity as the sellers of the Mission Companies.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 3, 2019

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

Nicola Stephenson